


In re <u>AEROGROUP INTERNATIONAL, INC. ET AL.</u> ,	)	
Debtor	)	Case No. <u>17-11962 (KJC)</u>
	)	
	)	Chapter <u>11</u>
<u>POLK LENDING 33, LLC</u> ,	)	
Plaintiff	)	
	)	
v.	)	
<u>THL CORPORATE FINANCE, INC.</u> ,	)	Adv. Proc. No. <u>18-50383 (KJC)</u>
Defendant	)	

I, clerk of the United States Bankruptcy Court, do certify that the attached judgment is a true and correct copy of the original judgment entered in this proceeding on 3/26/2019 as it appears in the records of this court, and that: (date)

- ☐ No notice of appeal from this judgment has been filed, and no motion of the kind set forth in Federal Rule of Civil Procedure 60, as made applicable by Federal Rule of Bankruptcy Procedure 9024, has been filed.
- ☐ No notice of appeal from this judgment has been filed, and any motions of the kind set forth in Federal Rule of Civil Procedure 60, as made applicable by Federal Rule of Bankruptcy Procedure 9024, have been disposed of, the latest order disposing of such a motion having been entered on \_\_\_\_\_.
- (date)
- ☐ An appeal was taken from this judgment, and the judgment was affirmed by mandate of the \_\_\_\_\_ issued on \_\_\_\_\_.
- (name of court) (date)
- ☐ An appeal was taken from this judgment, and the appeal was dismissed by order entered on \_\_\_\_\_.
- (date)

Uva O'Bayle  
Clerk of the Bankruptcy Court

By:   
Deputy Clerk

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

**AEROGROUP INTERNATIONAL,  
INC., *et al.*,<sup>1</sup>**

Debtors.

**POLK LENDING 33, LLC**  
Plaintiff,

v.

**THL CORPORATE FINANCE, INC.**  
Defendant.

Chapter 11

Case No. 17-11962 (KJC)  
(Jointly Administered)

(Re: D.I. 779, 803, 1131)

Adv. Proc. No. 18-50383 (KJC)  
(Re: D.I. 1, 18)

**CERTIFIED  
AS A TRUE COPY;  
ATTEST:**

UNA M. O'BOYLE  
U. S. BANKRUPTCY COURT  
By UNA M. O'BOYLE  
Deputy Clerk 4/10/19

**ORDER**

AND NOW, this 26<sup>th</sup> day of March, 2019, upon consideration of:

- (i) Polk 33 Lending, LLC's Motion to Enforce Agreement by and among the Debtors, Polk 33 Lending, LLC and THL Corporate Finance, Inc. (D.I. 779) ("Polk's Motion to Enforce");
- (ii) THL Corporation Finance, Inc.'s Motion for Entry of Order (I) Valuing Secured Claims for Purpose of Allocating Sale Proceeds to Such Secured Claims and (II) Ordering Distributions (D.I. 803) ("THL's Allocation Motion"); and
- (iii) The adversary proceeding captioned *Polk 33 Lending, LLC v. THL Corporate Finance, Inc. (In re Aerogroup International, Inc.)* (Adv. Pro. No. 18-50383) (the "Adversary Proceeding"), in which Polk asserts a breach of contract action against THL for allegedly failing to comply with certain payment obligations due to Polk under the parties' lender agreement dated February 12, 2018.

<sup>1</sup> The debtors in these jointly administered chapter 11 cases are Aerogroup International, Inc., AGI Holdco, Inc., Aerogroup International LLC, Aerogroup International Holdings LLC, Aerogroup Retail Holdings, Inc., and Aerogroup Gift Card Company (the "Debtors").

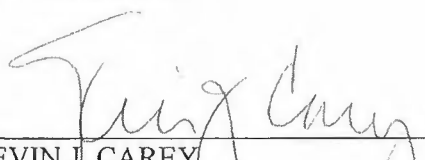
And the responses thereto, and after an evidentiary hearing, and for the reasons set forth in the foregoing Opinion,<sup>2</sup>

**IT IS HEREBY ORDERED THAT:**

1. Polk's Motion to Enforce is DISMISSED as moot;
2. THL's Allocation Motion is GRANTED, in part, and the Sale Proceeds are allocated \$16.8 million to the Term Priority Defined Collateral, \$7.45 million to the DIP Priority Collateral;
3. The parties are directed to meet and confer to adjust the waterfall payment analysis attached to THL's Allocation Motion using the allocation of the Sale Proceeds set forth above; and
4. In Adversary Proceeding 18-50383, judgment is hereby entered in favor of plaintiff, Polk, and against defendant, THL, in the amount of \$1,991,162.25 plus pre-judgment interest at the New York statutory rate of nine percent per annum from March 6, 2018 through August 29, 2018.

It is further **ORDERED** that a status hearing will be held on **April 23, 2019 at 11 a.m.** in Bankruptcy Courtroom No. 5, 824 N. Market St., Fifth Floor, Wilmington, Delaware, to consider the parties' revised waterfall payment analysis.

BY THE COURT:

  
\_\_\_\_\_  
KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE

cc: M. Blake Cleary, Esquire<sup>3</sup>

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<sup>2</sup> Capitalized terms not defined herein shall have the definitions set forth in the foregoing Opinion.

<sup>3</sup> Counsel shall serve copies of this Order and accompanying Opinion on all interested parties and file a Certificate of Service with the Court.